



PIYUSH PRAJAPATI & ASSOCIATES

Company Secretaries

Office No. 8, Plot No. 306, First Floor, Ward 12-B, "Hari Krupa Complex", Gandhidham - 370 201.
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COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,
The Board of Directors,
Venus Pipes & Tubes Limited
Survey No. 233/2 & 234/1, Bhuj – Bhachau Highway,
Village -Dhaneti, Kutch – 370020, Gujarat, India

Subject: Compliance Certificate pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2015.

I, Piyush Prajapati, Proprietor of M/s Piyush Prajapati & Associates, Company Secretaries, have been appointed on February 26, 2024 by Venus Pipes & Tubes Limited (hereinafter referred to as 'Company'), having CIN: L74140GJ2015PLC082306 and having its Registered Office at Survey No. 233/2 & 234/1, Bhuj – Bhachau Highway, Village -Dhaneti, Kutch – 370020, Gujarat, India, to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed to issue warrants convertible into equity shares of the Company on a preferential basis ('Proposed Preferential Issue'). The Proposed Preferential Issue was approved at the Meeting of Board of Directors of the Company held on February 28, 2024.

Based on my examination of such information, documents and explanation provided to me by the management and employees of the Company, I hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

For Piyush Prajapati & Associates
Company Secretaries



CS Piyush Prajapati
Proprietor
Membership No. FCS 12711
COP. No. 18332
UDIN: F012711E003509688

Date: February 28, 2024
Place: Gandhidham